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COMPANIES HOUSE

SENIOR PLC
("the Company")
Company Number: 00282772

**EXTRACTS OF MINUTES OF THE 85TH ANNUAL GENERAL MEETING OF THE
MEMBERS OF THE COMPANY HELD AT
GLAZIERS HALL, 9 MONTAGUE CLOSE, LONDON BRIDGE, LONDON
SE1 9DD
ON FRIDAY 21 APRIL 2017**

SPECIAL RESOLUTIONS

"RESOLUTION 15: AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

The Chairman proposed Resolution No 15 as a Special Resolution which the Meeting agreed to take as read:

"That if Resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) in the case of the authority granted under paragraph (a) of Resolution 15, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £2,097,000;

such power to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2018) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended."

"RESOLUTION 16: AUTHORITY TO PURCHASE THE COMPANY'S OWN SHARES

The Chairman proposed Resolution No 16 as a Special Resolution which the Meeting agreed to take as read:

"That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning

of Section 693(4) of that Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of ordinary shares to be purchased is £41,940,000;
- (b) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;
- (c) the maximum price which may be paid for each ordinary share is the highest of:
 - (i) an amount equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018 (or, if earlier, on 30 June 2018) but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended."

The Special Resolution was put to the Meeting and passed on a poll."

"RESOLUTION 17: NOTICE PERIOD FOR GENERAL MEETINGS

The Chairman proposed Resolution No 17 as a Special Resolution:

"That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice."

The Special Resolution was put to the Meeting and passed on a poll."

Certified as true extracts of the Minutes of the Meeting



Andrew Bodenham
Company Secretary